

Delphi Legal Information Hotline:

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<http://www.delphidocket.com>

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

Hearing Date: March 22, 2007

Time: 10:00 a.m.

Objection Deadline: March 15, 2007

4:00 p.m.

(Prevailing Eastern Time)

**THIRD INTERIM FEE APPLICATION OF
BLAKE, CASSELS & GRAYDON LLP AS CANADIAN COUNSEL FOR
DEBTORS FOR ALLOWANCE AND PAYMENT OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER
11 U.S.C. §§330 AND 331**

Name of Applicant:	Blake, Cassels & Graydon LLP
Authorized to Provide Professional Services to:	Delphi Corporation and Affiliated Debtors
Date of Retention Order:	May 15, 2006 effective <i>nunc pro tunc</i> to January 9, 2006
Period for Which Compensation and Reimbursement are Sought:	June 1 to September 30, 2006
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	Cdn\$126,593.50
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	Cdn\$2,122.58
Prior Amounts Requested and/or Paid to Date:	Cdn\$52,052.80

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DEBTORS FOR ALLOWANCE AND PAYMENT OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER
11 U.S.C. §§330 AND 331**

Blake, Cassels & Graydon LLP (“Blakes”), Canadian counsel for Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), submits this third interim fee application (the “Fee Application”), pursuant to 11 U.S.C. §§330 and 331, seeking interim allowance and payment of compensation for professional services rendered by Blakes for the period from June 1 to September 30, 2006 (the “Compensation Period”), and for reimbursement of actual and necessary expenses incurred in connection with such services during the Compensation Period. In support of this Fee Application, Blakes represents as follows:

Background

1. On October 8, 2005 (the “Petition Date”), Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief under

chapter 11 of title 11 of the United States Code, 11 U.S.A. §§ 101-1330, as amended (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors’ chapter 11 cases.

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the “Creditors’ Committee”). No trustee or examiner has been appointed in the Debtors’ cases.

3. The Court has jurisdiction over this Fee Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are Sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

Retention of Blakes

5. On April 21, 2006, the Debtors applied to this Court for an order approving the retention of Blakes as Canadian counsel, effective *nunc pro tunc* to January 9, 2006 (the “Retention Application”).

6. On May 15, 2006, this Court entered an order (the “Retention Order”), authorizing the Debtors to employ Blakes as their Canadian counsel under the terms set forth in the Retention Application.

7. In the Retention Application, the Debtors disclosed that Blakes’ fees for professional services are based on its standard hourly rates, which are subject to periodic increases in the normal course of Blakes’ business, and reimbursement of charges and disbursements.

Summary of Requested Professional Compensation and Reimbursement of Expenses

8. This Fee Application has been prepared in accordance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New

York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"); (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"); and (c) the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005 as amended by the supplemental orders dated March 8, March 28, May 5, July 12 and October 31, 2006 (collectively, the "Interim Compensation Order", collectively with the Local Guidelines and the UST Guidelines, the "Guidelines"). Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as **Exhibit A**.

9. By this Fee Application, Blakes respectfully requests interim allowance for professional services rendered to the Debtors during the Compensation Period, in the amount of Cdn\$126,593.50, and reimbursement of necessary expenses incurred in connection with the rendering of such services, in the amount of Cdn\$2,122.58.

10. Blakes believes that the services rendered have conferred significant benefit on the bankruptcy estates. Further, Blakes believes that its billing rates are reasonable and are consistent with customary rates charged by similar firms.

11. Pursuant to the Guidelines, annexed hereto as **Exhibit B** is a schedule setting forth all of Blakes' timekeepers who have performed services in these Chapter 11 cases during the Compensation Period, the hourly billing rate charged for services performed by each such timekeeper, the aggregate number of hours and the fees billed therefor, and the year of call for each partner or associate.

12. Pursuant to the Guidelines, annexed hereto as **Exhibit C** is a schedule specifying the categories of expenses for which Blakes is seeking reimbursement and the total amount for each such expense category.

13. Blakes has no agreement of any kind, express or implied, to divide with any other person or entity any portion of the compensation sought or to be received by it in these cases.

Services Performed

14. During the Compensation Period, Blakes has worked closely with the Debtors and their advisors in, among other things, considering, negotiating and drafting necessary long-term contracts and agreements to ensure that a key Canadian parts supplier continues to ship critical parts to the Debtors and monitoring the dispute and arbitration proceedings between the supplier and the former owner of the business.

15. Blakes created three different matter numbers to which its professionals assigned the time billed by them in connection with the services provided to the Debtors. These matters are titled "Supplier Matters", "Litigation" and "Fee Applications". All of Blakes' professionals keep a detailed record of the time spent rendering such services and separated tasks in billing increments of one-tenth of an hour. All matters are billed based upon the actual hours worked and the applicable hourly rates.

16. The services provided during the Compensation Period for Supplier Matters include providing advice with respect to disputes raised by a key supplier, resolving intellectual property licence dispute with key supplier, addressing outstanding issues and Delphi's objections under temporary supply contract for the continued uninterrupted supply of critical parts from a troubled supplier of the Debtors, and negotiating a long-term supply contract and ancillary agreements. The detailed time entries for these services are included in the invoices for Supplier Matters attached as **Exhibit D**. For this matter, Blakes professionals expended 153.6 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$97,314.00.

17. The services provided during the Compensation Period for Litigation include monitoring the arbitration proceedings between the supplier and the former owner of the business and addressing the outstanding issues. The detailed time entries for these services are included in the invoices for Litigation attached as **Exhibit E**. Blakes professionals expended 24.7 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$17,722.50.

18. Blakes is also seeking compensation for the time spent during the Compensation Period in preparing the monthly fee statements and the second interim fee application, reviewing and responding to Legal Cost Control Inc. regarding the fee protocol, preparing and submitting data files in accordance with the guidelines and fee protocols. The detailed time entries for these services are included in the invoices for Fee Applications attached as **Exhibit F**. Blakes professionals expended 34.9 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$11,557.00.

19. Blakes has served its monthly fee statements for each of the above-noted matters on (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: General Counsel, (ii) Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq., (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10044, Att'n: Alicia M. Leonhard, Esq., (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg Esq., (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Marissa Wesley, Esq., and (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Marlane Melican, Esq. In addition, the fee statements for the month of May were also served on the following members of the Fee Committee not included above: i) John D. Sheehan, Vice President and Chief Restructuring Officer, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098; and ii) Valeria Venable, Credit Manager, GE Plastics, Americas, 9930 Kinsey Avenue, Huntersville, North Carolina 28078. As of the date of this Fee Application, no objections to the monthly fee statements have been raised.

20. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Fee Application or did not appear in the monthly statements annexed as Exhibits D, E or F, Blakes reserves the right to request additional compensation for such services and reimbursement for such expenses in future fee applications.

Statutory Basis for Relief Sought

21. Blakes seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Debtors during the Compensation Period. Section 330(a)(1) of the Bankruptcy Code provides that the Bankruptcy Court may award (a) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person; and (b) reimbursement for actual, necessary expenses. Section 330(a)(3)(A) provides as follows:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed; and (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

22. Section 331 governs the allowance of interim compensation to professionals and provides:

... any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

23. The services for which Blakes seeks compensation and the expenses for which Blakes seeks reimbursement in this Fee Application were necessary for and beneficial to

the Debtors' estates and their rehabilitation and reorganization efforts. The compensation requested is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and all parties in interest. As a result, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

WHEREFORE, Blakes respectfully requests that the Court enter an order (a) approving and allowing Blakes' Fee Application for professional services rendered as Canadian counsel for the Debtors during the Compensation Period in the amount of Cdn\$126,593.50, plus reimbursement of actual and necessary expenses incurred in the amount of Cdn\$2,122.58; (b) authorizing and directing the Debtors to pay to Blakes the total amount of Cdn\$128,716.08, or the difference between the amount allowed herein and the amounts previously paid to Blakes; and (c) granting such other and further relief as is just and/or proper.

Dated: Toronto, Ontario, Canada
November 30, 2006

BLAKE, CASSELS & GRAYDON LLP
Canadian Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession

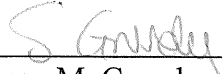
Per: 
Name: Susan M. Grundy
Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1A9
Telephone: 416-863-2572
Facsimile: 416-863-2563
Email: susan.grundy@blakes.com

EXHIBIT A

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

Hearing Date: March 22, 2007
Time: 10:00 a.m.
Objection Deadline: March 15, 2007
4:00 p.m.
(Prevailing Eastern Time)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF THIRD
INTERIM FEE APPLICATION OF BLAKE, CASSELS & GRAYDON LLP
FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

I, Susan M. Grundy, hereby certify that:

1. I am a Partner of Blake, Cassels & Graydon LLP ("Blakes") with responsibility for the chapter 11 cases of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and in respect of compliance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"); (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"); and (c) the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of

Expenses of Professionals dated November 4, 2005 as amended by the supplemental orders dated March 8, March 28, May 5, July 12 and October 13, 2006 (collectively, the "Interim Compensation Order", collectively with the Local Guidelines and the UST Guidelines, the "Guidelines").

2. This certification is made in respect of Blakes' Third Interim Fee Application, dated November 29, 2006 (the "Fee Application"), for allowance of interim compensation and reimbursement of expenses for the period commencing June 1, 2006 through to and including September 30, 2006, in accordance with the Guidelines.

3. I have read the Fee Application and have approved it for service and filing with the Court.

4. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall with the Local Guidelines.

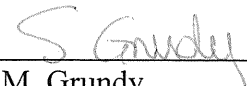
5. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Blakes and generally accepted by Blakes' clients.

6. Blakes has complied with the provisions of the Local Guidelines and the Interim Compensation Order by providing monthly statements of Blakes' fees and disbursements accrued during the previous month to (i) the Debtors; (ii) Skadden, Arps, Slate, Meagher & Flom LLP; (iii) the Office of the United States Trustee for the Southern District of New York; (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP; (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP; (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell; and (vii) members of the Fee Committee not included above.

7. In accordance with the Local Guidelines and the Interim Compensation Order, a copy of the Fee Application is being provided to (i) the Debtors; (ii) Skadden, Arps, Slate, Meagher & Flom LLP; (iii) the Office of the United States Trustee for the Southern District of New York; (iv) counsel for the Official Committee of Unsecured Creditors, Latham &

Watkins LLP; (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP; (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell; and (vii) members of the Fee Committee not included above. Notice of the filing of the Fee Application is also being sent to those parties listed on the "Master Service List" and the "2002 List" found on the Delphi legal information website (www.delphidocket.com).

Dated: Toronto, Ontario, Canada
November 30, 2006



Susan M. Grundy
BLAKE, CASSELS & GRAYDON LLP
Barristers and Solicitors
Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1A9
Telephone: 416-863-2572
Facsimile: 416-863-2563
Email: susan.grundy@blakes.com

EXHIBIT B

**SUMMARY OF TIMEKEEPERS, HOURS AND HOURLY RATES
(June 1 to September 30, 2006)**

Timekeeper	Title	Yr. of Call	Hrly Rate (Cdn)	# of Hours	Fees Billed (Cdn)
Dube, Jim	Partner	1969	\$720.00	73.6	\$ 52,992.00
Grundy, Susan	Partner	1980	\$775.00	67.3	52,157.50
Gur, Anat	Student	N/A	\$155.00	5.1	790.50
Litigation Services	N/A	N/A	N/A	N/A	25.00
Park, Karen	Associate	2003	\$365.00	20.1	7,336.50
Park, Karen	Associate	2003	\$370.00	3.7	1,369.00
Prenol, Anthony	Partner	1990	\$620.00	3.5	2,170.00
Robertson, Doug	Student	N/A	\$170.00	7.5	1,275.00
Roininen, Marti	Paralegal	N/A	\$260.00	.6	156.00
Schwartzberg, Michelle	Associate	1999	\$470.00	3.0	1,410.00
Thompson, Nancy	Paralegal	N/A	\$240.00	28.8	6,912.00
Totals:				213.2	\$126,593.50

EXHIBIT C

**SUMMARY OF EXPENSES
(June 1 to September 30, 2006)**

Category	Amount
Courier	\$1,574.89
Duplicating	250.35
Government Fees	16.00
PPSA – Online	10.00
Profile report – Online	10.00
Search Fees	22.00
Staff Overtime	137.10
Telephone/Facsimile	<u>102.24</u>
Total	\$2,122.58

BLAKE, CASSELS & GRAYDON LLP**EXHIBIT "D"**

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE
Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

July 21, 2006

Invoice: 1235875
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

Attention: Charles E. Brown

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended June 30, 2006, as follows:

Total Fees	\$ 25,350.50
Total Disbursements	72.52
Total Due in Canadian Currency	\$ 25,423.02 CAD

This invoice may be paid in U.S. Currency: \$ 23,983.98 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce	Bank of America NT & SA
Main Branch, Commerce Court West	100 West 33rd Street
Toronto, Ontario M5L 1A2	New York, NY 10001
Transit No. 00002	Swiftcode: BOFAUS3N
Swiftcode: CIBCCATT	ABA No. 026009593
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:
Account No. 000021602012	Canadian Imperial Bank of Commerce
Reference: Invoice No. 1235875	Main Branch, Commerce Court West
	Toronto, Ontario M5L 1A2

If you wish further instructions please contact Pat Carrano at 416.863.4346.

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: July 21, 2006

Invoice No.: 1235875

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/13/06	Grundy, Susan	Telephone call from C. Brown (.1); reviewing agreements (.2); meeting with J. Dube (.3); conference call with C. Brown regarding options on expiry of 208 agreement (.7) conference call with P. Murtagh and others at Delphi reviewing agreements and drafting letter to 208 (2.5).	3.8	775.00	\$ 2,945.00
06/14/06	Grundy, Susan	Letter from B. Carter (.1); discussion with J. Dube (.1); emails with K. Craft regarding supplier issues (.3); conference call with Delphi (.8).	1.3	775.00	1,007.50
06/14/06	Park, Karen	Discussion with S. Grundy regarding update and anticipated arbitration award (.3).	0.3	365.00	109.50
06/15/06	Dube, Jim	Engaged throughout the day on this matter, including considering reasons for decision in arbitration award (2.5); office conference with S. Grundy regarding current instructions and telephone discussion with C. Brown regarding current instructions (1.0); reviewing and revising text of 'no-extension' letter and receiving instructions regarding same (1.0); telephone discussion with J. Spiegelman regarding extension and Delphi position and further office conferences with S. Grundy during day (.5).	5.0	720.00	3,600.00

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: July 21, 2006
 Invoice No.: 1235875

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/15/06	Grundy, Susan	Reviewing arbitration decision and discussion with K. Park (.9); discussion with J. Dube regarding Delphi response (.7); telephone call from C. Brown regarding Delphi response to requests from Carter and 208 regarding extension of term (1.2).	2.8	775.00	2,170.00
06/15/06	Park, Karen	Discussion with S. Grundy regarding arbitration award and possible resourcing (.5); review arbitration award and terms of February interim arrangement and consider issue of possible termination of same (1.5).	2.0	365.00	730.00
06/16/06	Grundy, Susan	Reporting to Delphi regarding Carter response (.2); discussions with C. Brown regarding Delphi's rights (.4).	0.6	775.00	465.00
06/20/06	Grundy, Susan	Update from J. Dube (.1) considering outstanding issues to be addressed under agreements with 208 (1.1); reporting to C. Brown (.9).	2.1	775.00	1,627.50
06/20/06	Park, Karen	Receive and review email from S. Grundy (.3); review interim agreements and Long-Term Contract, consider issues relating to Butch Carter and IP rights and prepare response and checklist of items for execution of Long-Term Contract (6.6); discussion with S. Grundy (.4).	7.3	365.00	2,664.50
06/21/06	Grundy, Susan	Reviewing comments from K. Park regarding conditions precedent to final agreements with 208 (.2); reviewing agreements regarding additional conditions precedent (2.5); meeting with	3.6	775.00	2,790.00

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: July 21, 2006

Invoice No.: 1235875

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		J. Dube (.1); preparing reporting letter to clients on recommended responses (.8).			
06/21/06	Gur, Anat	Researching intellectual property claim under terms of long term contract for S. Grundy (5.1).	5.1	155.00	790.50
06/21/06	Park, Karen	Receive and review email from S. Grundy regarding execution of Long-Term Contract and resolution of Carter issues (0.4).	0.4	365.00	146.00
06/22/06	Dube, Jim	Reviewing S. Grundy's e-mails on outstanding matters to be resolved prior to signing LTC (.3).	0.3	720.00	216.00
06/22/06	Grundy, Susan	Telephone call from J. Coldwell (.1); followup with C. Brown regarding Delphi response (.1); telephone call to J. Coldwell and reporting to C. Brown (.2),	0.4	775.00	310.00
06/23/06	Grundy, Susan	Telephone call from C. Brown (.5).	0.5	775.00	387.50
06/26/06	Grundy, Susan	Discussion with K. Park (.2).	0.2	775.00	155.00
06/26/06	Park, Karen	Email from S. Grundy regarding drafting IP consent from Carter (.1); discussion with S. Grundy regarding same (.2); review precedents and Delphi/208/Carter agreements relating to IP licenses (1.8).	2.1	365.00	766.50
06/27/06	Park, Karen	Review documentation and agreements relating to IP licenses and draft Carter consent and circulate same to S. Grundy (5.7).	5.7	365.00	2,080.50
06/28/06	Grundy, Susan	Reviewing draft Carter	0.6	775.00	465.00

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BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: July 21, 2006

Invoice No.: 1235875

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		consent (.2); discussion with K. Park regarding consent(.2); telephone call to counsel for 208(.1); reporting to clients (.1).			
06/28/06	Park, Karen	Discussion with S. Grundy regarding draft Carter IP consent (.3); email to J. Coldwell (Aird & Berlis) regarding request for documentation (.2); telephone conversation with L. Amato-Gauci (Aird & Berlis) regarding outstanding documentation request and emails exchanged with same (.4); email update to S. Grundy (.2).	1.1	365.00	401.50
06/29/06	Grundy, Susan	Telephone call from M. Solmon (.1); discussion with K. Park regarding escrow agreement (.1).	0.2	775.00	155.00
06/29/06	Park, Karen	Discussion with S. Grundy regarding escrow agreement (.1); review documentation received from L. Amato-Gauci (Aird & Berlis) (.3); discussion with T. Prenol regarding form of consent relating to Carter IP (.4); email to T. Prenol attaching relevant documentation (.2); emails exchanged with L. Amato-Gauci regarding escrow agreement (.2).	1.2	365.00	438.00
06/29/06	Prenol, Anthony	Discussing IP aspects of deal with K. Park (.4); reviewing various documents forwarded by K. Park (1.1).	1.5	620.00	930.00

Total Fees for this Matter**\$ 25,350.50**

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: July 21, 2006

Invoice No.: 1235875

Matter Timekeeper Summary

	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	5.3	\$ 720.00	\$ 3,816.00
Grundy, Susan	SMG	16.1	775.00	12,477.50
Gur, Anat	GUR	5.1	155.00	790.50
Park, Karen	KPA	20.1	365.00	7,336.50
Prenol, Anthony	AP	1.5	620.00	930.00
Total		<u>48.1</u>		<u>\$ 25,350.50</u>

DisbursementsDuplicating (313 copies @ 0.10)
Telephone/Facsimile\$ 31.30
41.22

\$ 72.52

Total Due for this Matter in Canadian Currency\$ 25,423.02 CAD

**SUMMARY OF TIMEKEEPER AND TITLE
(June)**

Supplier Matters:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Grundy, Susan	Partner
Gur, Anat	Student
Park, Karen	Associate
Prenol, Anthony	Partner

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

INVOICE
Please write invoice
number(s) on cheque.

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

August 31, 2006

Invoice: 1243167
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

Attention: Charles E. Brown

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended July 31, 2006, as follows:

Total Fees	\$ 10,728.00
Total Disbursements	8.58

Total Due in Canadian Currency \$ 10,736.58 CAD

This invoice may be paid in U.S. Currency: \$ 10,128.85 USD

CAD Wiring Instructions:	USD Wiring Instructions:	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Transit No. 00002
Main Branch, Commerce Court West	100 West 33rd Street	Final Beneficiary: Blake Cassels & Graydon LLP
Toronto, Ontario M5L 1A2	New York, NY 10001	Account No. 000021602012
Transit No. 00002	Swiftcode: BOFAUS3N	Reference: Invoice No. 1243167
Swiftcode: CIBCATT	ABA No. 026009593	
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1243167	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Pat Carrano at 416.863.4346.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 2

Invoice Date: August 31, 2006
Invoice No.: 1243167

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/02/06	Prenol, Anthony	Reviewing IP license and draft acknowledgement (.5); revising draft acknowledgement and forwarding same to K. Park (.4).	0.9	620.00	\$ 558.00
07/04/06	Grundy, Susan	Reviewing comments on Carter consent (.1).	0.1	775.00	77.50
07/07/06	Grundy, Susan	Reviewing materials from 208's counsel (.1); telephone call to C. Brown (.2).	0.3	775.00	232.50
07/10/06	Grundy, Susan	Reviewing escrow agent's comments on draft escrow agreement (.1); discussion with M. Schwartzberg (.2).	0.3	775.00	232.50
07/11/06	Dube, Jim	Letter from R. Kert regarding \$300,000 payment (.1); e-mail to client for instructions (.1); office conference with S. Grundy regarding status (.1).	0.3	720.00	216.00
07/11/06	Grundy, Susan	Reviewing letter from R. Kert (.1); telephone call from C. Brown (.1); email to counsel for 208 regarding Butch Carter request and other outstanding items (.3); drafting letter to R. Kert (.6); emails with K. Craft regarding setoff issue (.2); reviewing and forwarding IP consent (.2); revising revisions to escrow agreement and discussion with M. Schwartzberg (.3).	1.8	775.00	1,395.00
07/11/06	Schwartzberg, Michelle	Reviewing comments to escrow agreement and revising and recirculating	2.9	470.00	1,363.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 3

Invoice Date: August 31, 2006
Invoice No.: 1243167

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		same (2.9).			
07/12/06	Dube, Jim	Reviewing e-mails with client representatives regarding R. Kert correspondence (.6); reviewing S. Grundy's draft response and revising same (.6); e-mail to and from client representatives for instructions, and conference with S. Grundy regarding same (.7); voice message to J. Spiegelman (.1).	2.0	720.00	1,440.00
07/12/06	Grundy, Susan	Reviewing response to R. Kert with J. Dube (.5); followup with C. Brown regarding escrow agreement (.2).	0.7	775.00	542.50
07/12/06	Schwartzberg, Michelle	Reviewing correspondence and circulating revised draft to Aird & Berlis (.1).	0.1	470.00	47.00
07/13/06	Park, Karen	Review emails from L. Amato-Gauci (.3).	0.3	370.00	111.00
07/14/06	Grundy, Susan	Discussion with J. Dube regarding Carter issues (.3).	0.3	775.00	232.50
07/19/06	Grundy, Susan	Email from J. Coldwell (.1); followup with K. Park (.1); considering strategies and reporting to clients (.2).	0.4	775.00	310.00
07/21/06	Grundy, Susan	Discussion with K. Park (.1).	0.1	775.00	77.50
07/21/06	Park, Karen	Discussion with S. Grundy (.1); email to T. Prenol (.2).	0.3	370.00	111.00
07/21/06	Prenol, Anthony	Reviewing email from 208's counsel regarding whether acknowledgement is needed (.2); reviewing documents regarding original license (.3).	0.5	620.00	310.00
07/24/06	Dube, Jim	E-mail from S. Grundy regarding IP Licence (.1); brief discussion with S. Grundy	0.5	720.00	360.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 4

Invoice Date: August 31, 2006
Invoice No.: 1243167

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		regarding same (.2); reviewing S. Grundy's e-mail to client representatives (.2).			
07/24/06	Grundy, Susan	Email from C. Brown regarding Affinia (.1); reviewing response from T. Prenol re IP license (.1); email to clients (.1).	0.3	775.00	232.50
07/24/06	Prenol, Anthony	Reviewing email from Aird & Berlis (.1); reviewing memorandum of agreement regarding IP license (.3); drafting email to K. Park regarding same (.1).	0.5	620.00	310.00
07/25/06	Grundy, Susan	Email to J. Coldwell (.2).	0.2	775.00	155.00
07/25/06	Park, Karen	Email to T. Prenol and response regarding same (.1); receive and review email exchanged between S. Grundy, K. Craft and C. Brown (.2)	0.3	370.00	111.00
07/26/06	Dube, Jim	Reviewing S. Grundy's e-mail to J. Coldwell on licence issue (.1).	0.1	720.00	72.00
07/26/06	Grundy, Susan	Email from R. Kert; reporting to clients (.2).	0.2	775.00	155.00
07/27/06	Grundy, Susan	Letter from J. Coldwell (.1).	0.1	775.00	77.50
07/28/06	Dube, Jim	E-mail from C. Brown regarding dispute with Affinia Group Inc. (.5)	0.5	720.00	360.00
07/28/06	Grundy, Susan	Email regarding latest correspondence (1.0).	1.0	775.00	775.00
07/31/06	Dube, Jim	Engaged reviewing S. Grundy's e-mail regarding July 24th notice (.2); reviewing C. Brown's July 28th correspondence to Affinia Group regarding supply	1.2	720.00	864.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: August 31, 2006
Invoice No.: 1243167

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
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termination on September 1,
2006 (.5); reviewing Courts of
Justice Act and Rules of Civil
Procedure regarding
mandamus (.3); e-mail report
to C. Brown (.2).

Total Fees for this Matter

\$ 10,728.00

Matter Timekeeper Summary

	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	4.6	\$ 720.00	\$ 3,312.00
Grundy, Susan	SMG	5.8	775.00	4,495.00
Park, Karen	KPA	0.9	370.00	333.00
Prenol, Anthony	AP	1.9	620.00	1,178.00
Schwartzberg, Michelle	MSZ	3.0	470.00	1,410.00
Total		<u>16.2</u>		<u>\$ 10,728.00</u>

Disbursements

Telephone/Facsimile	\$ 8.58	\$ 8.58
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Total Due for this Matter in Canadian Currency

\$ 10,736.58 CAD

**SUMMARY OF TIMEKEEPER AND TITLE
(July)**

Supplier Matters:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Grundy, Susan	Partner
Park, Karen	Associate
Prenol, Anthony	Partner
Schwartzberg, Michelle	Associate

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS ; PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE

Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

Attention: Charles E. Brown

Invoice: 1247389
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

September 27, 2006

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended August 31, 2006, as
follows:

Total Fees	\$ 36,262.00
Total Disbursements	238.98

Total Due in Canadian Currency

\$ 36,500.98 CAD

This invoice may be paid in U.S. Currency: \$ 34,434.89 USD

CAD Wiring Instructions:	USD Wiring Instructions:
Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1247389	Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 0250009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2
If you wish further instructions please contact Pat Carrano at 416.853.4346.	

Terms: Due upon receipt. Interest at the rate of 8.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS; PATENT & TRADE-MARK AGENTS

Page: 2

Invoice Date: September 27, 2006
Invoice No.: 1247389

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/01/06	Dube, Jim	Telephone call from C. Brown regarding R. Kert's request for direct discussions with B. Carter and related Jaibil issue (.2); drafting text of response to R. Kert's e-mail and forwarding to C. Brown for instructions (.4); reviewing e-mails from C. Brown and his letter to legal counsel for Affinia (.5).	1.1	720.00	\$ 792.00
08/02/06	Dube, Jim	Reading contract material in Affinia binder and reviewing outstanding purchase orders in same (1.0); considering venue and forum for proceedings against Affinia (.2).	1.2	720.00	864.00
08/03/06	Dube, Jim	E-mail to and from C. Brown regarding reply to R. Kert (.2); revising e-mail response to R. Kert and issuing same (.3); telephone discussion with C. Brown regarding status with Affinia St. Catherines Foundry and applicable venue/forum (.3)	0.8	720.00	576.00
08/08/06	Dube, Jim	E-mail from C. Brown (.1); reviewing "208" invoice regarding minimum guarantee (.1); brief office conference with K. Park regarding contract (.1).	0.3	720.00	216.00
08/08/06	Park, Karen	Review email from C. Brown regarding minimum volume invoice issued by Carter Group and S. Grundy's response (.1); review terms of long-term contract (.3).	0.4	370.00	148.00
08/09/06	Dube, Jim	Engaged regarding Carter supply contract, including	4.6	720.00	3,312.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 3

Invoice Date: September 27, 2006
Invoice No.: 1247389

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		telephone discussion with J. Spiegelman regarding outstanding arbitration issues/discussions (.6); file memorandum regarding same (.4); telephone report to C. Brown (.2); reviewing Interim Agreement/LTC provisions, and office conference with K. Park regarding same (.8); reviewing e-mails and correspondence between Blakes and R. Kert, Blakes and J. Caldwell (.5); lengthy telephone discussion with S. Braithwaite (.7); drafting letter to R. Kert regarding Carter's failure to provide information (1.2); reviewing C. Brown's e-mail regarding Affinia supply contract and proposed meeting (.2).			
08/09/06	Park, Karen	Discussion with J. Dube regarding interim agreement with 208 (.3).	0.3	370.00	111.00
08/09/06	Park, Karen	Discussion with J. Dube regarding interim agreement (.3).	0.3	370.00	111.00
08/10/06	Dube, Jim	Completing memorandum of conversations with J. Spiegelman and S. Braithwaite (.9); telephone discussion with C. Brown regarding proposed correspondence to R. Kert regarding Carter and regarding meeting with Affinia (.2); finalizing correspondence to R. Kert and forwarding same as per instructions (.3).	1.4	720.00	1,008.00
08/10/06	Park, Karen	Instructions to D. Robertson regarding considering interim agreement with 208 and obligation to enter into long-term contract (.3).	0.3	370.00	111.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 4

Invoice Date: September 27, 2006
Invoice No.: 1247389

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/10/06	Robertson, Doug	Reviewing Letter Agreement and Long Term Requirements Contract with 2088343 Ontario Limited and related correspondence for memo regarding obligation to enter into Long Term Requirements Contract with 2088343 Ontario Limited (.9).	0.9	170.00	153.00
08/11/06	Dube, Jim	E-mails to S. Braithwaite (.2).	0.2	720.00	144.00
08/14/06	Robertson, Doug	Researching case law regarding ability to avoid Long Term Requirements Contract with 2088343 Ontario Limited (1.7); drafting memorandum regarding ability to avoid Long Term Requirements Contract with 2088343 Ontario Limited (2.4)	4.1	170.00	697.00
08/15/06	Dube, Jim	Telephone call from J. Spiegelman regarding further arbitration ruling yesterday (.2); office conference with S. Grundy (.1); e-mail to and telephone call from C. Brown (.2); meeting with J. Spiegelman and S. Grundy (.7); telephone discussion with C. Brown regarding further agreement produced by Solmon/Spiegelman and considering same (.5); office conference with S. Grundy regarding LTC terms when GM reduces purchase (.2).	1.9	720.00	1,368.00
08/15/06	Grundy, Susan	Discussions with J. Dube (.2); email to C. Brown regarding terms of minimum volume guarantee (.2); meeting with J. Spiegelman and J. Dube (.5); reporting to C. Brown regarding letter from Solmon and Spiegelman (.5); reviewing materials regarding potential Affinia plant closure (.3).	1.7	775.00	1,317.50

Terms: Due upon receipt. Interest at the rate of 5.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 5

Invoice Date: September 27, 2006
Invoice No.: 1247389

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/15/06	Park, Karen	Discussion with D. Robertson regarding case law research and review of interim agreement (.2); review memorandum prepared by D. Robertson regarding interim agreement (.8).	1.0	370.00	370.00
08/15/06	Robertson, Doug	Drafting memorandum regarding obligation to enter into Long Term Requirements Contract with 2088343 Ontario Limited (1.3).	1.3	170.00	221.00
08/16/06	Dube, Jim	Engaged drafting reply to M. Solmon/J Spiegelman joint letter and to Deal Memo (2.3); e-mail from R. Kert regarding Carter intellectual property claims and reporting on same to client (.2); letter from J. Caldwell regarding revocation of Funds Direction and reporting same to client (.2); engaged on telephone discussion with C. Brown/P. Murtagh regarding Deal Memo and regarding Delphi's position vis-a-vis 208/Jaibil (.6).	3.3	720.00	2,376.00
08/16/06	Grundy, Susan	Conference call with C. Brown, P. Murtagh and J. Dube (1.2); discussion with J. Dube regarding response to Kert notices (.2); reviewing agreements (.5); reviewing draft response (.5).	2.4	775.00	1,860.00
08/16/06	Park, Karen	Review memorandum prepared by D. Robertson (.3); e-mail from and discussion with D. Robertson regarding same (.2).	0.5	370.00	185.00
08/16/06	Robertson, Doug	Revising memorandum regarding obligation to enter into Long Term Requirements Contract with 2088343 Ontario	1.2	170.00	204.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS; PATENT & TRADE-MARK AGENTS

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Invoice Date: September 27, 2006
Invoice No.: 1247389

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Limited (1.2).			
08/17/06	Dube, Jim	Office conference with S. Grundy regarding proposed changes to draft letter to M. Solmon/J. Spiegelman (.5); revising and proofing text of draft letter (.6); e-mail to and from client regarding instructions (.2); voice message to J. Spiegelman (.1); finalizing letter to M. Solmon/J. Spiegelman (.1); reviewing e-mails from client and S. Grundy regarding further 208 invoices (.2); reviewing e-mail regarding PPSA registration for interim access (.1).	1.8	720.00	1,296.00
08/17/06	Grundy, Susan	Reviewing J. Dube letter and considering approach to Carter and 208 (.4); discussing letter with J. Dube (.3) reviewing PPSA searches (.1); reviewing access agreement requirements regarding other secured creditors (.3); letter to M. Solmon and J. Spiegelman regarding IP and PPSA issues(.8); discussion with C. Brown (.1).	2.0	775.00	1,550.00
08/17/06	Roininen, Marti	Ordering of Personal Property Security Act search against 2088343 Ontario Limited further to instructions received from S. Grundy (.4).	0.4	260.00	104.00
08/18/06	Dube, Jim	E-mail from and to C. Brown regarding processing 208 invoice for transitional costs and office conference with S. Grundy regarding same (.2); further office conference with S. Grundy regarding direction discussion between Delphi/Carter (.2).	0.4	720.00	288.00

Terms: Due upon receipt. Interest at the rate of 5.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

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Invoice Date: September 27, 2006
Invoice No.: 1247389

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/18/06	Grundy, Susan	Telephone call from C. Brown (.3); discussion with J. Dube regarding meeting (.2); telephone call and email correspondence with C. Brown (.4); drafting letter to M. Solmon and reviewing it with C. Brown (.5).	1.4	775.00	1,085.00
08/21/06	Grundy, Susan	Telephone call from R. Kert (.1); telephone call to C. Brown (.2).	0.3	775.00	232.50
08/22/06	Grundy, Susan	Emails from C. Brown (.3); telephone call to C. Brown regarding response to Kert (.3); drafting responding email (.6).	1.2	775.00	930.00
08/23/06	Grundy, Susan	Discussions with R. Kert, C. Brown and J. Spiegelman regarding meeting terms (1.1); telephone call from M. Solmon and reporting to C. Brown (.2).	1.3	775.00	1,007.50
08/24/06	Grundy, Susan	Email to J. Spiegelman (.1); email to M. Solmon (.1).	0.2	775.00	155.00
08/25/06	Grundy, Susan	Dictating memos to file regarding discussions with R. Kert and J. Spiegelman (.4); brief review of correspondence from J. Coldwell and M. Solmon and reporting to clients (.2); telephone call and emails from C. Brown (.2); telephone call from J. Coldwell and reporting to clients (.1).	0.9	775.00	697.50
08/27/06	Grundy, Susan	Reviewing materials from M. Solmon and J. Coldwell (.9).	0.9	775.00	697.50
08/28/06	Grundy, Susan	Emails from R. Kert (.1); preparing response and discussing it with C. Brown (.5); drafting letter to M. Solmon and reviewing it with C. Brown (.8); telephone call from R. Kert and A. Dryer and	4.6	775.00	3,565.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

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Invoice Date: September 27, 2006
Invoice No.: 1247389

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		reporting to C. Brown (.4) reviewing agreements and considering issues related to Long Term Contract (1.2); reviewing additional materials from B. Carter and discussions with C. Brown (1.6).			
08/29/06	Grundy, Susan	Completing file memos (.2); discussion with J. Dube regarding issues regarding Long Term Contract (.4); emails with C. Brown regarding meeting arrangements (.1); preparing and considering various arguments (1.5); reviewing draft J. Dube letter (.1); update from C. Brown regarding meeting with B. Carter (.2).	2.5	775.00	1,937.50
08/30/06	Grundy, Susan	Revising draft letter regarding Long Term Contract and discussing J. Dube comments and further revisions (.9); reviewing reports on meeting with Carter and discussing meeting outcome with C. Brown (.9); preparing chart analyzing Delphi options (.8); several discussions with C. Brown and J. Dube (.5); reviewing correspondence and materials from J. Coldwell regarding license agreement and discussing it with C. Brown (.4); telephone call to T. Prenol regarding IP rights (.1); telephone call and email from C. Brown regarding draft response (.2).	3.8	775.00	2,945.00
08/31/06	Grundy, Susan	Dealing with complaint from M. Solmon regarding delivery of IP license drafts to us and response from J. Coldwell (.7); several discussions with J. Dube, K. Craft and C. Brown regarding response to 208 and	4.6	775.00	3,565.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: September 27, 2006
Invoice No.: 1247389

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		IP issues (2.9); discussion with A. Prenol regarding IP issues; revising letter to J. Coldwell (.3); responding to questions regarding 208 rights (.3); telephone call from J. Coldwell and reporting to clients (.2); update from C. Brown regarding Carter counsel (.2).			
08/31/06	Prenol, Anthony	Discussing with S. Grundy the issue of whether the termination of a license automatically terminates a sub-license (.1).	0.1	620.00	62.00

Total Fees for this Matter \$ 36,262.00

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	17.0	\$ 720.00	\$ 12,240.00
Grundy, Susan	SMG	27.8	775.00	21,545.00
Park, Karen	KPA	2.8	370.00	1,036.00
Prenol, Anthony	AP	0.1	620.00	62.00
Robertson, Doug	DRN	7.5	170.00	1,275.00
Roininen, Marti	MRO	0.4	260.00	104.00
Total		<u>55.6</u>		<u>\$ 36,262.00</u>

Disbursements

Courier	\$ 22.50
Duplicating	28.65
Government Fees	8.00
PPSA - Online	10.00
Staff Overtime	137.10
Telephone/Facsimile	32.73
	<u>\$ 238.98</u>

Total Due for this Matter in Canadian Currency \$ 36,500.98 CAD

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

SUMMARY OF TIMEKEEPER AND TITLE
(August)

Supplier Matters:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Grundy, Susan	Partner
Park, Karen	Associate
Prenol, Anthony	Partner
Robertson, Doug	Articling Student
Roininen, Marti	Paralegal

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE
Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

October 25, 2006

Invoice: 1252441
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000002

Attention: Charles E. Brown

Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED
during the period ended September 30, 2006, as
follows:

Total Fees	\$ 24,973.50
Total Disbursements	41.71

Total Due in Canadian Currency

\$ 25,015.21 CAD

This invoice may be paid in U.S. Currency: \$ 23,599.25 USD

MP

CAD Wiring Instructions: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1252441	USD Wiring Instructions: Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1252441
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: October 25, 2006
 Invoice No.: 1252441

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/29/06	Dube, Jim	Office conference with S. Grundy regarding current developments on file (.3); reading numerous e-mails from client representatives, J. Coldwell, R. Kert and reviewing recent correspondence from M. Solmon and from J. Coldwell in response to our demand for information (1.5); summarize recommendations as to Delphi's response (.4); further office conference with S. Grundy regarding client's meeting today with Carter and advice to P. Murtagh (.3); draft letter for Delphi's use in advising 208/Carter as to its position (1.6) and office conference with S. Grundy regarding same (.1); engaged on review of memorandum from Skadden regarding Repricing Issue and review Murtagh affidavit exhibits regarding Delphi December 2005 correspondence to 208 (.5).	4.7	720.00	\$ 3,384.00
08/30/06	Dube, Jim	Review notes and memorandums regarding meeting between Mr. Carter and Delphi representatives (.8); engaged in review/comment on S. Grundy's draft letter to 208's counsel (1.0); engaged in review/comment regarding chart of risks on courses of action (.5); review e-mail from S. Grundy/J. Coldwell regarding IP Licence texts from 208/Carter (.2); e-mail	2.7	720.00	1,944.00

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: October 25, 2006
 Invoice No.: 1252441

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		from C. Brown regarding Delphi reaction to draft (.2).			
08/31/06	Dube, Jim	Engaged most of day on this file, including review of M. Solmon e-mail regarding demand for return of IP Licence document and discuss with S. Grundy (.5); further email from J. Coldwell (.2); reviewing C. Brown's e-mail regarding approach to Carter in draft correspondence and discussion with S. Grundy regarding same (.6); telephone call with C. Brown and S. Grundy to discuss extent of further dialogue with Carter (.4); drafting response to J. Coldwell/M. Solmon and settling same with client (1.0); further conference call with C. Brown and K. Craft regarding further negotiations with Carter (.5); engagement regarding our response to J. Coldwell's demand to have Delphi sign LTC today, including review/comment on text of reply letter and discuss with S. Grundy (.5); Engaged in drafting response to M. Solmon's August 25th letter and briefly discuss same with S. Grundy (1.2); further correspondence from J. Coldwell and reporting same to client (.2).	5.1	720.00	3,672.00
09/01/06	Dube, Jim	Review C. Brown's e-mail regarding discussion with A. Dryer (.1); revise draft letter for S. Grundy to send to M. Solmon (.7) and discussion with S. Grundy (.1); review amended draft comments on same (.3); telephone call with C. Brown (.3).	1.5	720.00	1,080.00

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: October 25, 2006
 Invoice No.: 1252441

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/01/06	Grundy, Susan	Revising draft letter to M. Solmon and discussing it with J. Dube and C. Brown (.8); update regarding latest response from R. Kert and email from C. Brown (.1).	0.9	775.00	697.50
09/05/06	Dube, Jim	E-mail from and to S. Grundy and e-mail to C. Brown (.2).	0.2	720.00	144.00
09/05/06	Grundy, Susan	Reviewing letter from B. Carter (.2); email to C. Brown (.2).	0.4	775.00	310.00
09/07/06	Dube, Jim	Engaged regarding e-mails from C. Brown and S. Grundy regarding R. Cousineau's payment demand (.3).	0.3	720.00	216.00
09/07/06	Grundy, Susan	Reviewing C. Brown letter to Carter (.2).	0.2	775.00	155.00
09/08/06	Dube, Jim	Office consultation with S. Grundy and review and revise draft letter from C. Brown to send to Butch Carter (.4); further office consultation with S. Grundy regarding comments (.2).	0.6	720.00	432.00
09/08/06	Grundy, Susan	Reviewing agreements regarding issues raised by 208 (.9); discussion with J. Dube and email to C. Brown (.4); reviewing draft letter to Carter (.1); telephone call from C. Brown (.3).	1.7	775.00	1,317.50
09/12/06	Dube, Jim	Email from C. Brown (.1).	0.1	720.00	72.00
09/12/06	Grundy, Susan	Reviewing materials from C. Brown regarding purchase volumes (.2).	0.1	775.00	77.50
09/13/06	Dube, Jim	Office conference with S. Grundy (.2); conference call with C. Brown, K. Craft and S. Grundy (.4).	0.6	720.00	432.00
09/13/06	Grundy, Susan	Telephone call to C. Brown	1.3	775.00	1,007.50

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: October 25, 2006
 Invoice No.: 1252441

Page: 5

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		regarding response to J. Coldwell (.2); reviewing email from C. Brown (.1); conference call with C. Brown, K. Craft and J. Dube (.5); preparing response to 208 (.5).			
09/14/06	Grundy, Susan	Letter to J. Coldwell regarding payments to 208 (.3).	0.3	775.00	232.50
09/18/06	Dube, Jim	Office consultation with S. Grundy and voicemail from C. Brown regarding Carter/Arbitration (.1); e-mail to M. Solmon's e-mail (.1); further office consultation with S. Grundy and e-mail to M. Solmon regarding Carter's requested undertakings and afternoon e-mails from and to M. Solmon (.1).	0.3	720.00	216.00
09/18/06	Grundy, Susan	Telephone call from C. Brown regarding message from B. Carter (.1).	0.1	775.00	77.50
09/19/06	Dube, Jim	E-mail from C. Brown and brief office consultation with S. Grundy (.1).	0.1	720.00	72.00
09/19/06	Grundy, Susan	Responding to email from K. Craft (.1).	0.1	775.00	77.50
09/20/06	Dube, Jim	Telephone call from J. Spiegelman (.3); office consultation with S. Grundy (.2); further telephone call to J. Spiegelman (.1); e-mail to S. Grundy (.3); e-mail from S. Grundy (.1).	1.0	720.00	720.00
09/20/06	Grundy, Susan	Meeting with J. Dube regarding discussions with J. Spiegelman (.2); reporting to clients (.2).	0.4	775.00	310.00
09/21/06	Grundy, Susan	Telephone call from J. Spiegelman (.6); reporting to clients (.1) reviewing letter and materials from J. Spiegelman	1.2	775.00	930.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: October 25, 2006
 Invoice No.: 1252441

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		and reporting to clients (.5).			
09/22/06	Grundy, Susan	Telephone call to A. Dryer and reporting to clients (.1).	0.1	775.00	77.50
09/25/06	Grundy, Susan	Email to A. Dryer and M. Solmon regarding outstanding proposal (2.3).	2.3	775.00	1,782.50
09/26/06	Dube, Jim	Reading numerous e-mails from S. Grundy (.3); office consultation with S. Grundy (.1); review endorsements of D. Roebuck (.7).	1.1	720.00	792.00
09/26/06	Grundy, Susan	Discussion with J. Dube regarding request from J. Spiegelman (.1); reviewing Carter business plan (.3).	0.4	775.00	310.00
09/27/06	Dube, Jim	Office consultation with S. Grundy regarding draft letter to A. Dryer and review/revise text of same (.1); office consultation with S. Grundy regarding comments (.1); discussion with J. Spiegelman (.7); office consultation with S. Grundy regarding same (.3); e-mail report to client regarding same (.3).	1.5	720.00	1,080.00
09/27/06	Grundy, Susan	Drafting letter to Carter's counsel (.5); revising letter after discussions with J. Dube (.2); meeting with J. Dube on his meeting with J. Spiegelman (.3).	1.0	775.00	775.00
09/28/06	Grundy, Susan	Telephone call from C. Brown (.1); telephone call to A. Dryer (.1); telephone call from A. Dryer and reporting to clients (.2).	0.4	775.00	310.00
09/29/06	Dube, Jim	Office consultation with S. Grundy regarding Carter redemption and \$500K issue (.3); review e-mails from client	1.0	720.00	720.00

Terms: Due upon receipt. Interest at the rate of 5.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: October 25, 2006
 Invoice No.: 1252441

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		representatives and from S. Grundy (.1); further office consultation with S. Grundy regarding discussion with A. Dryer (.2); further e-mail from S. Grundy (.1); review Notice of Withdrawal of Consent and office consultation with S. Grundy regarding same (.3).			
09/29/06	Grundy, Susan	Telephone discussion with A. Dryer, discussion with J. Dube and reporting to clients (1.5); reviewing notice of withdrawal of consent and discussing response with J. Dube (.3); reporting to clients and email to M. Solmon (.2).	2.0	775.00	1,550.00

Total Fees for this Matter \$ 24,973.50

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	20.8	\$ 720.00	\$ 14,976.00
Grundy, Susan	SMG	12.9	775.00	9,997.50
Total		<u>33.7</u>		<u>\$ 24,973.50</u>

Disbursements

Search Fees	\$ 22.00	
Telephone/Facsimile	19.71	
		\$ 41.71

Total Due for this Matter in Canadian Currency \$ 25,015.21 CAD

**SUMMARY OF TIMEKEEPER AND TITLE
(September)**

Supplier Matters:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Grundy, Susan	Partner

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE

Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

July 21, 2006

Invoice: 1235877
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000004

Attention: Charles E. Brown

Re: Litigation

FOR PROFESSIONAL SERVICES RENDERED
during the period ended June 30, 2006, as follows:

Total Fees \$ 13,541.50

Total Due in Canadian Currency \$ 13,541.50 CAD

This invoice may be paid in U.S. Currency: \$ 12,775.00 USD

CAD Wiring Instructions:

Canadian Imperial Bank of Commerce
Main Branch, Commerce Court West
Toronto, Ontario M5L 1A2
Transit No. 00002
Swiftcode: CIBCCATT
Beneficiary: Blake Cassels & Graydon LLP
Account No. 000021602012
Reference: Invoice No. 1235877

USD Wiring Instructions:

Bank of America NT & SA
100 West 33rd Street
New York, NY 10001
Swiftcode: BOFAUS3N
ABA No. 026009593
For Further Credit to:
Canadian Imperial Bank of Commerce
Main Branch, Commerce Court West
Toronto, Ontario M5L 1A2
Transit No. 00002
Final Beneficiary: Blake Cassels & Graydon LLP
Account No. 000021602012
Reference: Invoice No. 1235877

If you wish further instructions please contact Pat Carrano at 416.863.4346.

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

Page: 2

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: July 21, 2006
Invoice No.: 1235877

Re: 000004. Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/05/06	Dube, Jim	E-mails with J. Spiegelman and with client (.3).	0.3	720.00	\$ 216.00
06/06/06	Dube, Jim	E-mail from C. Brown regarding B. Carter e-mail and proposed response to same (.3).	0.3	720.00	216.00
06/08/06	Dube, Jim	Engaged on this matter, including reviewing Carter's request for extension and office conference with S. Grundy regarding response (.6); e-mail to and from C. Brown regarding same (.2); e-mail to and from M. Solmon regarding same (.2); e-mail to J. Spiegelman and S. Goldman regarding same (.2); telephone call from J. Spiegelman regarding arbitration and e-mail report on same to C. Brown and e-mail from C. Brown regarding instructions on extension (.3).	1.5	720.00	1,080.00
06/08/06	Grundy, Susan	Forwarding letter from B. Carter and discussion with J. Dube regarding response (.1).	0.1	775.00	77.50
06/09/06	Dube, Jim	E-mail from and to C. Brown regarding S. Braithwaite position as witness (.2).	0.2	720.00	144.00
06/13/06	Dube, Jim	Engaged on this matter during day, including office conference with S. Grundy regarding strategic considerations on outcome of 208/Carter arbitration case (.5); telephone discussion with C. Brown to discuss same (.3);	3.0	720.00	2,160.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

Page: 3

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: July 21, 2006

Invoice No.: 1235877

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		conference call with Delphi representatives (1.0), voice message to J. Spiegelman (.2); reviewing and revising draft of Delphi correspondence to 208 and discussing same with S. Grundy (1.0).			
06/14/06	Dube, Jim	Engaged on this matter throughout the day including e-mail to J. Spiegelman, S. Goldman and M. Solmon (.5); office conference with S. Grundy (.3); reviewing amended draft of Delphi letter to 208 from Ms. Craft and S. Grundy's response (.8); letter from B. Carter regarding extension request (.2); afternoon conference with Delphi representatives and further telephone discussions with C. Brown regarding planning defence strategy in event of claim by 208 (1.5); reviewing e-mails with J. Spiegelman/S. Goldman regarding extension and office conference with S. Grundy regarding preparing affidavit to explain interim agreement and engaged reading arbitration award (1.0); telephone discussion with C. Brown regarding same (.2).	4.5	720.00	3,240.00
06/16/06	Dube, Jim	Engaged regarding Carter consent including numerous telephone discussions with C. Brown and J. Spiegelman (2.0), e-mail reports and correspondence from M. Solmon (1.1).	3.1	720.00	2,232.00
06/19/06	Dube, Jim	Engaged regarding Carter consent issue, including telephone discussions with C. Brown (.3); telephone	2.5	720.00	1,800.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

Page: 4

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: July 21, 2006

Invoice No.: 1235877

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		discussion with J. Spiegelman (.2); telephone discussion with S. Goldman (.1); e-mail reports (.7); considering potential for claim by "159" regarding \$500,000 and reviewing negotiated contracts regarding "159" and potential for set-off against Carter regarding payment direction (1.2).			
06/20/06	Dube, Jim	Engaged on this matter including office conference with S. Grundy regarding outstanding issues prior to conference call (.5), engaged on conference call with client representatives (1.0); drafting and settling correspondence to opposite parties regarding Carter consent and LTC completion (1.3).	2.8	720.00	2,016.00
06/21/06	Dube, Jim	Engaged on this matter throughout the day, including reviewing S. Grundy's e-mails and e-mails from C. Brown (.2); office conference with S. Grundy regarding intellectual property issue with B. Carter and "further assurances" (.2); and e-mail from C. Brown regarding S. Braithwaite report on Carter/Roch/Dean (.1).	0.5	720.00	360.00
Total Fees for this Matter					\$ 13,541.50

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: July 21, 2006

Invoice No.: 1235877

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	18.7	\$ 720.00	\$ 13,464.00
Grundy, Susan	SMG	0.1	775.00	77.50
Total		<u>18.8</u>		<u>\$ 13,541.50</u>

Total Due for this Matter in Canadian Currency\$ 13,541.50 CAD

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**SUMMARY OF TIMEKEEPER AND TITLE
(June)**

Litigation:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Grundy, Susan	Partner

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE
Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

Invoice: 1243166
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000004

August 31, 2006

Attention: Charles E. Brown

Re: Litigation

FOR PROFESSIONAL SERVICES RENDERED
during the period ended July 31, 2006, as follows:

Total Fees	\$ 4,181.00
Total Disbursements	35.00

Total Due in Canadian Currency \$ 4,216.00 CAD

This invoice may be paid in U.S. Currency: \$ 3,977.36 USD

MP

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce	Bank of America NT & SA
Main Branch, Commerce Court West	100 West 33rd Street
Toronto, Ontario M5L 1A2	New York, NY 10001
Transit No. 00002	Swiftcode: BOFAUS3N
Swiftcode: CIBCCATT	ABA No. 026009593
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:
Account No. 000021602012	Canadian Imperial Bank of Commerce
Reference: Invoice No. 1243166	Main Branch, Commerce Court West
	Toronto, Ontario M5L 1A2
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 2

Invoice Date: August 31, 2006

Invoice No.: 1243166

Re: 000004. Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/13/06	Dube, Jim	Telephone discussion with J. Spiegelman regarding outstanding arbitration issues and e-mail report to client regarding same (.8).	0.8	720.00	\$ 576.00
07/14/06	Dube, Jim	E-mail from C. Brown (.2); telephone discussion with J. Spiegelman regarding arbitration issues (.5); e-mail report to client (.3).	1.0	720.00	720.00
07/14/06	Litigation Services	Conducted litigation searches and obtained copies.		0.00	25.00
07/19/06	Dube, Jim	Reviewing pleadings in two cases pending against Topolinski/208 and brief discussion with S. Grundy regarding same (.4).	0.4	720.00	288.00
07/20/06	Dube, Jim	E-mail report to C. Brown regarding new litigation claims outstanding against D. Topolinski and "208", including reviewing D. Topolinski's affidavit (.9); e-mail to J. Spiegelman (.1).	1.0	720.00	720.00
07/20/06	Roininen, Marti	Attending to the ordering of corporate search against 2067850 Ontario Inc. further to instructions received from J. Dube (.2).	0.2	260.00	52.00
07/26/06	Dube, Jim	E-mail to J. Spiegelman regarding arbitration status (.1).	0.1	720.00	72.00
07/27/06	Dube, Jim	E-mail from R. Kert (.1); e-mail to J. Spiegelman (.1).	0.2	720.00	144.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 3

Invoice Date: August 31, 2006
Invoice No.: 1243166

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/27/06	Dube, Jim	Lengthy telephone call from J. Spiegelman regarding arbitration status with Carter and preparing file notes regarding same (.8); reviewing Caldwell correspondence to S. Grundy and office conference with S. Grundy regarding response (.2); e-mail report to C. Brown (.4); conference call with S. Grundy and C. Brown (.3); afternoon review of draft e-mail to R. Kert and revising same (.2).	1.9	720.00	1,368.00
07/31/06	Dube, Jim	E-mail from R. Kert (.1); e-mail to J. Spiegelman (.1); e-mail report to client (.1).	0.3	720.00	216.00

Total Fees for this Matter

\$ 4,181.00

Matter Timekeeper Summary

	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	5.7	\$ 720.00	\$ 4,104.00
Litigation Services	LITG	0.0	0.00	25.00
Roininen, Marti	MRO	0.2	260.00	52.00
Total		<u>5.9</u>		<u>\$ 4,181.00</u>

Disbursements

Duplicating	\$ 17.00
Government Fees	8.00
Profile Report - Online	10.00
	<u>\$ 35.00</u>

Total Due for this Matter in Canadian Currency

\$ 4,216.00 CAD

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

SUMMARY OF TIMEKEEPER AND TITLE
(July)

Litigation:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Roininen, Marti	Partner

BLAKE, CASSELS & GRAYDON LLP**EXHIBIT "F"**

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE

Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

July 21, 2006

Invoice: 1235876
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

Attention: Charles E. Brown

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended June 30, 2006, as follows:

Total Fees	\$ 568.50
Total Disbursements	279.88

Total Due in Canadian Currency **\$ 848.38 CAD**

This invoice may be paid in U.S. Currency: \$ 800.36 USD

MP

CAD Wiring Instructions:

Canadian Imperial Bank of Commerce
Main Branch, Commerce Court West
Toronto, Ontario M5L 1A2
Transit No. 00002
Swiftcode: CIBCCATT
Beneficiary: Blake Cassels & Graydon LLP
Account No. 000021602012
Reference: Invoice No. 1235876

USD Wiring Instructions:

Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2	Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1235876
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If you wish further instructions please contact Pat Carrano at 416.863.4346.

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: July 21, 2006

Invoice No.: 1235876

Re: 000003. Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/01/06	Thompson, Nancy	Finalizing letters to mail only service list forwarding notice of filing (.2).	0.2	240.00	\$ 48.00
06/07/06	Grundy, Susan	Update from N. Thompson (.1).	0.1	775.00	77.50
06/21/06	Thompson, Nancy	Reviewing May invoices (.2); preparing covering letter to notice parties forwarding monthly statement (.5); reviewing list of notice parties and updating same to include members of the fee committee (.2); finalizing monthly fee statement and serving on notice parties (.2); e-mail message to K. Craft forwarding copy of monthly fee statement (.1).	1.2	240.00	288.00
06/29/06	Grundy, Susan	Reviewing materials regarding fee protocol (.2).	0.2	775.00	155.00
Total Fees for this Matter					\$ 568.50

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: July 21, 2006

Invoice No.: 1235876

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grundy, Susan	SMG	0.3	\$ 775.00	\$ 232.50
Thompson, Nancy	NAB	1.4	240.00	336.00
Total		<u>1.7</u>		<u>\$ 568.50</u>

Disbursements

Courier	\$ 278.28	
Duplicating (16 copies @ 0.10)	1.60	
		\$ 279.88

Total Due for this Matter in Canadian Currency\$ 848.38 CAD

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**SUMMARY OF TIMEKEEPER AND TITLE
(June)**

Fee Applications:

<u>Name</u>	<u>Title</u>
Grundy, Susan	Partner
Thompson, Nancy	Paralegal

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE
Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

August 31, 2006

Invoice: 1243168
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

Attention: Charles E. Brown

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended July 31, 2006, as follows:

Total Fees	\$ 9,148.00
Total Disbursements	843.29

Total Due in Canadian Currency \$ 9,991.29 CAD mp

This invoice may be paid in U.S. Currency: \$ 9,425.75 USD

CAD Wiring Instructions:	USD Wiring Instructions:	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Transit No. 00002
Main Branch, Commerce Court West	100 West 33rd Street	Final Beneficiary: Blake Cassels & Graydon LLP
Toronto, Ontario M5L 1A2	New York, NY 10001	Account No. 000021602012
Transit No. 00002	Swiftcode: BOFAUS3N	Reference: Invoice No. 1243168
Swiftcode: CIBCCATT	ABA No. 026009593	
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1243168	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Pat Carrano at 416.863.4346.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 2

Invoice Date: August 31, 2006
Invoice No.: 1243168

Re: 000003. Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/04/06	Thompson, Nancy	Reviewing e-mail message from J. Sykes of Legal Cost Control, Inc., including guidelines and sample invoice format (.3); e-mail message to S. Grundy (.1).	0.4	240.00	\$ 96.00
07/05/06	Thompson, Nancy	E-mail message to S. Grundy forwarding revised guidelines from Legal Cost Control (.2).	0.2	240.00	48.00
07/10/06	Thompson, Nancy	Reviewing the various e-mail messages, fee protocol and/or guidelines circulated by the Fee Committee and Legal Cost Control, Inc. (1.0); e-mail messages to and from Accounting Department regarding maximum charges (.5); e-mail messages to and from IT department regarding e-invoicing requirements (.5); memorandum to S. Grundy summarizing fee protocol and guidelines, etc. (.7).	2.7	240.00	648.00
07/11/06	Grundy, Susan	Followup with clients re budget and questions re fee guidelines (.1).	0.1	775.00	77.50
07/11/06	Thompson, Nancy	Reviewing various e-mail messages from S. Grundy (.2); e-mail message to J. Sykes of Legal Cost Control, Inc. requesting billing code information, etc. (.2); reviewing response and forwarding to S. Grundy (.2); reviewing prebills for June (.6); drafting fee application for period from February 1 to May 31 (2.8).	4.0	240.00	960.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: August 31, 2006
Invoice No.: 1243168

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/12/06	Grundy, Susan	Reviewing comments from N. Thompson (.1).	0.4	775.00	310.00
07/12/06	Thompson, Nancy	Reviewing and revising interim fee application (2.3); memorandum to S. Grundy forwarding same for review (.5); preparing monthly fee statement for June (.3); drafting letter to notice parties serving same (.2); making inquiries and arranging for data file in support of first interim fee application (.3).	3.6	240.00	864.00
07/13/06	Thompson, Nancy	Reviewing fee guidelines for budget and drafting same (.6); e-mail message to S. Grundy forwarding same for review (.1); discussions with Accounting Department regarding preparation of data file for first interim fee application (.2); e-mail message to Accounting Department forwarding sample format (.1); reviewing draft data file and revising same to conform to fee guidelines (1.5); preparing zip file of data file and first interim fee application and attempting to file electronically with Legal Cost Control (.7); preparing list of upcoming due dates with instructions on steps to be taken (.9); drafting required covering letters to notice parties, certain parties from service lists, Drain, J. and Bankruptcy Court (1.0); discussion with C. Boyce regarding list of due dates and instructions (.3).	5.4	240.00	1,296.00
07/14/06	Grundy, Susan	Reviewing materials from N. Thompson (.3); preparing	0.5	775.00	387.50

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: August 31, 2006

Invoice No.: 1243168

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		budget for client approval (.1); followup with J. Sykes regarding requirements (.1).			
07/14/06	Thompson, Nancy	E-mail message to S. Grundy forwarding list of due dates and instructions and advising of issues regarding electronic filing of data file (.4); discussion with J. Sykes of Legal Cost Control regarding contents of data file and status of task codes (.5); e-mail message to S. Grundy advising that data file not required until task codes finalized (.1).	1.0	240.00	240.00
07/17/06	Grundy, Susan	Preparing email regarding concerns on fee guidelines (1.5).	1.5	775.00	1,162.50
07/18/06	Dube, Jim	Reviewing S. Grundy's memorandum to Delphi Fees Committee and revisions to same (.6).	0.6	720.00	432.00
07/18/06	Grundy, Susan	Followup with J. Sykes regarding fee application questions (1.1).	1.1	775.00	852.50
07/19/06	Dube, Jim	Reviewing e-mail from S. Grundy to Fee Committee and e-mail from C. Brown (.2).	0.2	720.00	144.00
07/26/06	Grundy, Susan	Responding to questions from N. Thompson regarding 2nd fee application (.1).	0.1	775.00	77.50
07/27/06	Grundy, Susan	Reviewing fee application package (.3).	0.3	775.00	232.50
07/31/06	Dube, Jim	Reviewing and executing Fee Application materials regarding February 1 to May 31 period (.7).	0.7	720.00	504.00
07/31/06	Thompson, Nancy	Reviewing and revising	3.4	240.00	816.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

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Invoice Date: August 31, 2006
Invoice No.: 1243168

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
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second interim fee application (1.2); discussion with J. Dube regarding execution of same (.3); letter to notice parties serving fee application (.3); letter to certain parties on service lists serving notice of filing by mail (.3); reviewing distribution lists and updating same (.3); e-mail message to service lists serving notice of filing by e-mail (.2); arranging for copy of fee application to be copied to disk (.1); letter to the Honourable R. Drain forwarding copy of fee application (.2); letter to Bankruptcy Court forwarding all materials for filing and organizing same (.5).

Total Fees for this Matter

\$ 9,148.00

Matter Timekeeper Summary

	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	1.5	\$ 720.00	\$ 1,080.00
Grundy, Susan	SMG	4.0	775.00	3,100.00
Thompson, Nancy	NAB	20.7	240.00	4,968.00
Total		26.2		\$ 9,148.00

Disbursements

Courier	\$ 750.19	
Duplicating	93.10	
		\$ 843.29

Total Due for this Matter in Canadian Currency

\$ 9,991.29 CAD

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

SUMMARY OF TIMEKEEPER AND TITLE
(July)

Fee Applications:

<u>Name</u>	<u>Title</u>
Dube, Jim	Partner
Grundy, Susan	Partner
Thompson, Nancy	Paralegal

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE

Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

September 27, 2006

Invoice: 1247390
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

Attention: Charles E. Brown

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended August 31, 2006, as
follows:

Total Fees	\$ 1,211.00
Total Disbursements	300.78

Total Due in Canadian Currency \$ 1,511.78 CAD *MP*

This invoice may be paid in U.S. Currency: \$ 1,426.21 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: GIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1247390	Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2
Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1247390	
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 2

Invoice Date: September 27, 2006
Invoice No.: 1247390

Re: 000003. Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/01/06	Thompson, Nancy	Reviewing undeliverable notices, etc., from service of notice of filing (.4).	0.4	240.00	\$ 96.00
08/09/06	Thompson, Nancy	Reviewing July prebills (.5).	0.5	240.00	120.00
08/16/06	Grundy, Susan	Email to N. Thompson (.1).	0.1	775.00	77.50
08/16/06	Thompson, Nancy	E-mail messages to and from S. Grundy regarding preparation of data files (.3).	0.3	240.00	72.00
08/28/06	Grundy, Susan	Email from N. Thompson (.1).	0.1	775.00	77.50
08/28/06	Thompson, Nancy	Reviewing e-mail message from A. Zsoldos regarding objections to June fee statement (.1); e-mail messages to and from C. Boyce regarding same (.2); e-mail message to A. Zsoldos (.1); reviewing file and arranging for data files for various statements and applications filed to date (.7).	1.1	240.00	264.00
08/29/06	Thompson, Nancy	Reviewing letter from Delphi regarding payment of 50 percent of 20 percent holdback (.1); discussion with C. Boyce (.1); discussion with C. Cootauco regarding data files (.1).	0.3	240.00	72.00
08/30/06	Thompson, Nancy	Reviewing information regarding holdback amounts and confirming 50 percent amount (.2); e-mail message to S. Grundy regarding same and letter to be signed and returned to Delphi (.1);	0.3	240.00	72.00
08/31/06	Thompson, Nancy	Reviewing invoices for July and preparing monthly fee	1.5	240.00	360.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS ; PATENT & TRADE-MARK AGENTS

Page: 3

Invoice Date: September 27, 2006
Invoice No.: 1247390

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
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statement (.5); letter to notice
parties serving monthly fee
statement for July (.5);
reviewing task codes and
information on preparation of
data files (.5).

Total Fees for this Matter

\$ 1,211.00

Matter Timekeeper Summary

	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grundy, Susan	SMG	0.2	\$ 775.00	\$ 155.00
Thompson, Nancy	NAB	4.4	240.00	1,056.00
Total		4.6		\$ 1,211.00

Disbursements

Courier	\$ 278.28	
Duplicating	22.50	
		\$ 300.78

Total Due for this Matter in Canadian Currency

\$ 1,511.78 CAD

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

SUMMARY OF TIMEKEEPER AND TITLE
(August)

Fee Applications:

<u>Name</u>	<u>Title</u>
Grundy, Susan	Partner
Thompson, Nancy	Paralegal

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West
199 Bay Street
Toronto, Ontario, Canada
M5L 1A9
Telephone: 416.863.2400
Facsimile: 416.863.2653

INVOICE
Please write invoice
number(s) on cheque.

Page: 1

Delphi Corporation
5825 Delphi Drive
Mail Code - 480 410 254
Troy, MI 48098
U.S.A.

Attention: Charles E. Brown

Invoice: 1252442
Billing Lawyer: Grundy, Susan
GST No.: R119396778
Client: 00070528
Matter: 000003

October 25, 2006

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED
during the period ended September 30, 2006, as
follows:

Total Fees \$ 629.50

Total Disbursements 301.84

Total Due in Canadian Currency \$ 931.34 CAD *mp*

This invoice may be paid in U.S. Currency: \$ 878.62 USD

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Transit No. 00002
Main Branch, Commerce Court West	100 West 33rd Street	Final Beneficiary: Blake Cassels & Graydon LLP
Toronto, Ontario M5L 1A2	New York, NY 10001	Account No. 000021602012
Transit No. 00002	Swiftcode: BOFAUS3N	Reference: Invoice No. 1252442
Swiftcode: CIBCCATT	ABA No. 026009593	
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1252442	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Pat Carrano at 416.863.4346.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: October 25, 2006
 Invoice No.: 1252442

Re: 000003. Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/05/06	Thompson, Nancy	Reviewing e-mail message from J. Sykes forwarding format for budgets (.1).	0.1	240.00	\$ 24.00
09/14/06	Thompson, Nancy	Reviewing August prebills (.1).	0.1	240.00	24.00
09/19/06	Thompson, Nancy	Reviewing e-mail message from A. Zsoldos and forwarding same to S. Grundy (.1); e-mail message to A. Zsoldos advising that no objections received to July fee statement (.1).	0.2	240.00	48.00
09/20/06	Thompson, Nancy	Reviewing task codes (.3); telephone call to J. Sykes (.1); e-mail message to J. Sykes (.1).	0.5	240.00	120.00
09/21/06	Grundy, Susan	Discussion with N. Thompson regarding fee protocol.	0.1	775.00	77.50
09/26/06	Thompson, Nancy	Reviewing e-mail messages from J. Sykes regarding budgets (.1); drafting budget template for four-month period commencing October 1, 2006 (.5); e-mail message to J. Sykes for confirmation of due date for budget (.1).	0.7	240.00	168.00
09/28/06	Thompson, Nancy	E-mail messages to and from J. Sykes regarding due dates for budgets (.2); reviewing final August accounts and preparing fee statement (.3); letter to notice parties serving monthly fee statement for August (.2).	0.7	240.00	168.00

Total Fees for this Matter

\$ 629.50

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: October 25, 2006
Invoice No.: 1252442

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grundy, Susan	SMG	0.1	\$ 775.00	\$ 77.50
Thompson, Nancy	NAB	2.3	240.00	552.00
Total		2.4		\$ 629.50

Disbursements

Courier	\$ 245.64	
Duplicating	56.20	
		\$ 301.84

Total Due for this Matter in Canadian Currency	\$ 931.34 CAD
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**SUMMARY OF TIMEKEEPER AND TITLE
(September)**

Fee Applications:

<u>Name</u>	<u>Title</u>
Grundy, Susan	Partner
Thompson, Nancy	Paralegal